

DOCKET FILE COPY ORIGINAL
Before the Federal Communications Commission
Washington, D.C. 20554

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NOV 24 1999

In the Matter of)	
)	
Request for Review)	CC Docket No. 96-45
of the Decision of the)	
Universal Service Administrator by)	CC Docket No. 97-21
MasterMind Internet Services, Inc.)	

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

REQUEST FOR REVIEW

MasterMind Internet Services, Inc. ("MasterMind") submits its Request for Review of the Decision of the Universal Service Administrator ("Request for Review"), seeking review of the decisions of the School and Libraries Division ("SLD") of the Universal Service Administrative Company ("Administrator") to deny the applications of 40 school districts in the State of Oklahoma for discounts for eligible telecommunications services under the schools and libraries universal service support mechanism. MasterMind was the contracted service provider with the school districts to provide eligible distance learning telecommunications services.

A. Statement of Interest

1. MasterMind provides internet and telecommunication services over the internet both to the general public, and to various school districts in the State of Oklahoma. For the past three years, MasterMind has provided internet services to school districts participating in the Schools and Libraries Universal Service Program established as part of the Federal Telecommunications Act of 1996 to provide affordable access to telecommunications services for eligible schools and libraries. For the current fiscal funding year, MasterMind was the contracted service provider with 40 school districts who had filed applications with the SLD for

supported rates for eligible telecommunication services. SLD denied the applications of those eligible school districts for the stated reason that MasterMind was an “Invalid telecom. Provider.” In support of this request for review, MasterMind submits the affidavit of Chris Webber, attached as Exhibit A (“Webber Affidavit”).¹ A list of impacted school districts (“School Districts”) is attached as Exhibit A-1 to the Webber Affidavit. MasterMind challenges the SLD’s denial of funding on the 40 applications pursuant to 47 C.F.R. §§ 54.719 and 54.722, and respectfully requests appropriate relief from the Federal Communications Commission (“FCC”) to overturn the decision of the SLD.

B. Statement of Material Facts

1. Chris Webber is the director of E-Rate Services for MasterMind Internet Services, Inc. (“MasterMind”). Webber Affidavit, para. 1.

2. MasterMind offers distance learning telecommunication services, over the internet, to the general public for a fee. Webber Affidavit, para. 2.

3. MasterMind offers and advertises its telecommunication services to the general public by general advertising in Oklahoma including but not limited to such medians as printed materials and brochures disseminated to the general public, newsletters mailed to all school districts which posted a Form 470 on the SLD web site in a six-state region, and postings on its web site. Webber Affidavit, para. 3.

¹Exhibit A sets forth the school districts, application numbers, and the services ordered. This document includes the list of school districts which were denied funding by SLD for both non-telecommunication services and telecommunication services to be provided by MasterMind. MasterMind seeks review in this proceeding of the denial for discounts on eligible telecommunication services. The non-telecommunication services listed are addressed in a companion Request for Review brought by MasterMind.

4. Starting on December 1st, 1998 and ending on March 9th, 1999, MasterMind assisted the School Districts in their filing of FCC "Form 470" with the SLD. Webber Affidavit, para. 4.

5. After the Form 470s were filed by the School Districts, SLD sent to the School Districts a "Receipt Acknowledgement Letter" that stated among other things, that the SLD had received "your properly completed FCC Form 470." A sample letter received by all of the School Districts from the SLD is attached as Exhibit A-2 to the Webber Affidavit. Webber Affidavit, para. 5.

6. Between April 1st and April 6th, 1999, MasterMind entered into 40 contracts with the School Districts to provide E-rate eligible telecommunication services and products. Webber Affidavit, para. 6.

7. Upon execution of the contracts with MasterMind, the School Districts submitted to the SLD the FCC "Form 471" for approval of the contracts for eligible telecommunication services provided by MasterMind. Webber Affidavit, para. 7.

8. On October 26, 1999, SLD notified the School Districts that the 40 applications for the funding of discounted eligible telecommunication services provided by MasterMind had been denied for the stated reason: "Invalid telecom. Provider." A sample copy of the denial notice is attached as Exhibit A-3 to the Webber Affidavit. Webber Affidavit, para. 8.

9. The SLD has issued a publication entitled "470 Application Guidance" dated March 2, 1998. Webber Affidavit, para. 9.

10. On August 31, 1999, Elizabeth Ryan, assistant general counsel for the Oklahoma Corporation Commission, issued a letter to Mr. Marc Edwards, counsel for MasterMind, a copy of which is attached as Exhibit A-4 to the Webber Affidavit. Webber Affidavit, para. 10.

C. Question Presented for Review

1. MasterMind entered into contracts with the School Districts to provide distance learning services over the internet. Distance learning is a service eligible for funding, but can only be provided by a telecommunications carrier. See Webber Affidavit, para. 11. A telecommunications carrier is a provider of telecommunication services, which are defined as the offering of telecommunication for a fee directly to the public on a common carrier basis. MasterMind provides distance learning over the internet to the general public on a common carrier basis, strictly within the State of Oklahoma. Despite this fact, the funding commitments involving MasterMind for distance learning were also denied. The stated reason by SLD was "Invalid telecomm. Provider."

2. Telecommunication carriers can receive direct reimbursement from universal support mechanisms for the provision of discounted telecommunications services on a common carriage basis. 47 U.S.C. §§ 254(h)(1)(A) and (B). 47 U.S.C. § 254(e) generally provides that only an "eligible telecommunications carrier" ("ETC") is eligible to receive universal service support. See 47 U.S.C. § 214(e)(2). However, telecommunication carriers, who may not qualify as an ETC, are eligible for reimbursement from the universal service program for providing discounted telecommunication services to eligible schools and libraries. Universal Service Order, 12 FCC Rcd 8776 (1997); 47 C.F.R. § 54.501. 47 U.S.C. § 153 (44) defines a "telecommunications carrier" as a provider of telecommunication services. "Telecommunication

services” are defined as the offering of telecommunications for a fee directly to the public, 47 U.S.C. § 153(46), and encompasses only telecommunications provided on a common carrier basis. Universal Service Order, 12 FCC Rcd at 9177-78. “Common carrier” is defined as “any person engaged in rendering communications services for hire to the public.” 47 C.F.R. § 21.2.

3. As set out in the Webber Affidavit, MasterMind offers telecommunication services to the general public for a fee. Webber Affidavit, para. 2. MasterMind offers and advertises its telecommunication services to the general public by general advertising including but not limited to such medians as printed materials and brochures disseminated to the general public, newsletters mailed to any school district which has posted a Form 470 on the SLD web site in a six-state region, and postings on the MasterMind web site. Webber Affidavit, para. 3. Clearly, MasterMind is a telecommunications carrier that offers the telecommunication service of distance learning to the general public on a common carrier basis.

4. SLD has issued a publication which states that a telecommunications carrier may have to be certificated to operate in a particular state in order to provide telecommunication services to eligible schools and libraries. This requirement would be determined by consulting the appropriate state regulatory commission. See Fact Sheet dated March 2, 1998, 470 Application Guidance, attached as Exhibit A-3 to the Webber Affidavit.

5. The Oklahoma Corporation Commission (“OCC”) pursuant to Article IX § 18, et seq. of the Constitution of the State of Oklahoma and 17 O.S. § 131, et seq., has been granted the authority to regulate the provision of telecommunication services in the State. The OCC defines in its rules “telecommunications,” as “the transmission, between or among points specified by the user of voice on data information of the user’s choosing, without change in the

form or content of the information as sent and received.” OAC 165:55-1-4. “Service” is defined as the offering of telecommunications for a fee directly to the public, but does not include the offering of enhanced services. OAC 165:55-1-4. The OCC further distinguishes its jurisdiction between “regulated” and “unregulated” telecommunication services. See OAC 165:55-1-4. Therefore, enhanced services, such as distance learning over the internet, are telecommunications services that are not regulated by the OCC. This conclusion is buttressed by the letter from Elizabeth Ryan, Assistance General Counsel for the OCC, wherein she states, in essence, that internet-provided telecommunications services are not regulated by the OCC. A copy of the Ryan letter is attached as Exhibit A-4 to the Webber Affidavit.

D. Statement of Relief Sought

1. MasterMind provides telecommunication services over the internet both to the general public, and to various school districts in the State of Oklahoma. For the current fiscal funding year, MasterMind was the contracted service provider with 40 school districts who had applied with the SLD for supported rates for eligible telecommunication services. SLD denied the application of those eligible school districts for the stated reason that MasterMind was an invalid telecommunication provider. MasterMind challenges the SLD’s denial of funding, and respectfully requests appropriate relief from the FCC to overturn the decision of the SLD.

Relief is sought pursuant to Sections 1-4 and 254 of the Communications Act of 1939,
as amended, 47 U.S.C. §§ 151-154 and 254 and 47 C.F.R. §§ 54.704, 54.719, and 54.722.

Respectfully submitted,

MARC EDWARDS

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211 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: 405-235-4100
Facsimile: 405-235-4133

Attorneys for MasterMind

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the above and foregoing instrument was mailed postage prepaid thereon and by certified mail this 24th day of November, 1999, to:

Administrator
Universal Services Administrative Co.
c/o Ellen Wolfhagen
Counsel
USAC/Schools and Libraries Division
2120 L Street, N.W., Suite 600
Washington, D.C. 20037

MARC EDWARDS
Marc Edwards

Before the Federal Communications Commission
Washington, D.C. 20554

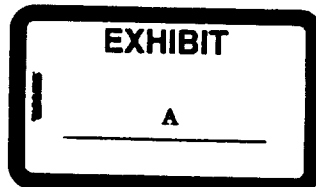
In the Matter of)
)
Request for Review) CC Docket No. 96-45
of the Decision of the)
Universal Service Administrator by) CC Docket No. 97-21
MasterMind Internet Services, Inc.)

AFFIDAVIT OF CHRIS WEBBER

STATE OF OKLAHOMA)
) SS.
COUNTY OF TULSA)

Chris Webber, being first duly sworn, upon oath, states:

1. I am Chris Webber, director of E-Rate Services for MasterMind Internet Services, Inc. ("MasterMind"). I have reviewed the documents and information in this matter and attest to its truth, and am authorized to execute this Affidavit on behalf of MasterMind. MasterMind has filed the request for review of SLD's denial of funding on 40 applications submitted by school districts in the State of Oklahoma ("School Districts") for discounted telecommunication services provided by MasterMind. A list of the School Districts is attached as Exhibit A-1.
2. MasterMind offers distance learning telecommunication services, over the internet, to the general public for a fee.
3. MasterMind offers and advertises its telecommunication services to the general public by general advertising including but not limited to such medians as printed materials and brochures disseminated to the general public, newsletters mailed to any school district which has posted a Form 470 on the SLD web site in a six-state region, and postings on the MasterMind web site.



4. Starting on December 1st, 1998 and ending on March 9th, 1999, MasterMind assisted the School Districts in their filing of FCC "Form 470" with the School and Libraries Division ("SLD") of the Universal Service Administrative Company.

5. After the Form 470s were filed by the school districts, SLD sent to the School Districts a "Receipt Acknowledgement Letter" that stated among other things, that the SLD had received "your properly completed FCC Form 470." A sample letter received by the School Districts from the SLD is attached as Exhibit A-2.

6. Between April 1st and April 6th, 1999, MasterMind entered into 40 contracts with the School Districts to provide E-rate eligible telecommunication services and products, specifically distance learning over the internet.

7. Upon execution of the contracts with MasterMind, the School Districts submitted to the SLD the FCC "Form 471" for approval of the contracts for eligible services provided by MasterMind.

8. On October 26, 1999, SLD notified the School Districts that the 40 applications for the funding of discounted eligible telecommunication services provided by MasterMind had been denied for the stated reason: "Invalid telecom. Provider." A sample copy of the denial notice is attached as Exhibit A-3.

9. The SLD has issued a publication entitled "470 Application Guidance" dated March 2, 1998.

10. On August 31, 1999, Elizabeth Ryan, assistant general counsel for the Oklahoma Corporation Commission, issued a letter to Mr. Marc Edwards, counsel for MasterMind, a copy of which is attached as Exhibit A-4.

11. Distance learning is a telecommunication service eligible for funding.

Further Affiant sayeth not.



Chris Webber

Subscribed and sworn to before me this 23rd day of November, 1999, by Chris Webber.

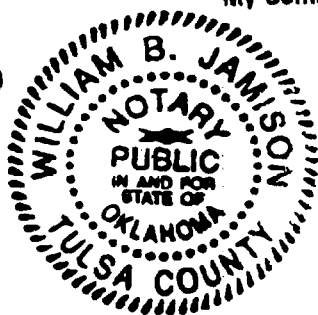


Notary Public

My Commission Expires:

My Commission Expires 7-21-2001

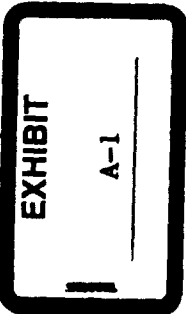
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Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost Dis %
White Rock App # 152589	Edumaster.net FRN # 265200	Internal Con	10/26/99	No	\$0.00	\$53,120.00	.80
White Rock App # 147414	Edumaster.net FRN # 242773	Internet Access	11-9-99	No	\$0.00	\$53,250.00	.80
White Rock App # 147414	Edumaster.net FRN # 242776	Telco Svc	11-9-99	No	\$0.00	\$38,419.80	.80
Abon Indep School District 28 App # 152763	Edumaster.net FRN # 265596	Internal Con	10-26-99	No	\$0.00	\$98,095.00	.80
Agra School District 134 App # 152678	Edumaster.net FRN # 265608	Internal Con	10-26-99	No	\$0.00	\$69,270.00	.90
Agra School District 134 App # 147466	Edumaster.net FRN # 242721	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.90
Agra School District 134 App # 147466	Edumaster.net FRN # 242726	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.90
Barnsdall School District App # 152211	Edumaster.net FRN # 263225	Internal Con	10-26-99	No	\$0.00	\$73,395.00	.72
Barnsdall School District App # 146662	Edumaster.net FRN # 239293	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.72
Barnsdall School District App # 146662	Edumaster.net FRN # 239294	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.72
Billings Indep School Dist 2 App # 152209	Edumaster.net FRN # 263207	Internal Con	10-26-99	No	\$0.00	\$103,820.00	.86
Billings Indep School Dist 2 App # 146658	Edumaster.net FRN # 239273	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.80
Billings Indep School Dist 2 App # 146658	Edumaster.net FRN # 239280	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.80



Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscout cost Dis %
Blinger-Oney School Dist 168 App # 152205	Edumaster.net FRN # 263189	Internal Con	10-26-99	No	\$0.00	\$85,620.00	.83
Bishop School District C-049 App # 147461	Edumaster.net FRN # 242886	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.80
Bishop School District C-049 App # 147461	Edumaster.net FRN # 242695	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.80
Blair Indep School District 54 App # 147465	Edumaster.net FRN # 242746	Internet Access	10-26-99	No	\$0.00	\$30,750.00	.74
Blair Indep School District 54 App # 147465	Edumaster.net FRN # 242744	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.74
Boynnton-Moton Indep Sch Dist 4 App # 152454	Edumaster.net FRN # 275052	Internal Con	10-26-99	No	\$0.00	\$61,370.00	.90
Bray-Doyle School Dist 142 App # 152678	Edumaster.net FRN # 265599	Internal Con	10-26-99	No	\$0.00	\$102,238.75	.90
Bray-Doyle School Dist 142 App # 147473	Edumaster.net FRN # 242771	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.80
Bray-Doyle School Dist 142 App # 147473	Edumaster.net FRN # 242774	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.80
Carnegie Indep Sch District 33 App # 148151	Edumaster.net FRN # 245603	Internet Access	10-26-99	No	\$0.00	\$58,200.00	.85
Carnegie Indep Sch District 33 App # 148151	Edumaster.net FRN # 245605	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.85
Carter Indep School Dist 50 App # 152619	Edumaster.net FRN # 265332	Internal Con	10-26-99	No	\$0.00	\$78,995.00	.80
Carter Indep School Dist 50 App # 147339	Edumaster.net FRN # 241940	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.80

Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost	Dis %
Carter Indep School Dist 50	Edumaster.net	Telco Svc	10-26-99	No	\$0.00	\$38,419.80		.80
App # 147339	FRN # 241942							
Caloosa Indep School Dist 2	Edumaster.net	Internal Con	10-26-99	No	\$0.00	\$196,505.00		.61
App # 152652	FRN # 265495							
Coalgate Indep School Dist 1	Edumaster.net	Internal Con	10-26-99	No	\$0.00	\$102,220.00		.81
App # 152674	FRN # 265597							
Coalgate Indep School Dist 1	Edumaster.net	Internet Access	10-26-99	No	\$0.00	\$53,250.00		.81
App # 147474	FRN # 242778							
Coalgate Indep School Dist 1	Edumaster.net	Telco Svc	10-26-99	No	\$0.00	\$38,419.80		.81
App # 147474	FRN # 242781							
Commerce Public Schools	Edumaster.net	Internal Con	10-26-99	No	\$0.00	\$90,500.00		.87
App # 152343	FRN # 263985							
Cordell Indep School Dist 78	Edumaster.net	Internal Con	10-26-99	No	\$0.00	\$90,110.00		.78
App # 152293	FRN # 263705							
Darlington School District 70	Edumaster.net	Internal Con	10-26-99	No	\$0.00	\$53,620.00		.90
App # 152301	FRN # 263723							
Davis Indep School District 10	Edumaster.net	Internal Con	10-26-99	No	\$0.00	\$133,285.00		.74
App # 152307	FRN # 263743							
Davis Indep School District 10	Edumaster.net	Internal Con	10-26-99	No	\$0.00	\$24,695.00		.80
App # 152307	FRN # 263745							
Dickson Indep School Dist 77	Edumaster.net	Internal Con	10-26-99	No	\$0.00	\$149,235.00		.72
App # 152199	FRN # 263169							
Dickson Indep School Dist 77	Edumaster.net	Internet Access	10-26-99	No	\$0.00	\$54,900.00		.72
App # 146722	FRN # 239444							
Dickson Indep School Dist 77	Edumaster.net	Telco Svc	10-26-99	No	\$0.00	\$38,419.80		.72
App # 148722	FRN # 239450							

Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost Dis %
Drumright Indep School Dist 39 App # 152200	Edumaster net FRN # 263181	Internal Con	10-26-99	No	\$0.00	\$94,340.00	.79
Drumright Indep School Dist 39 App # 152200	Edumaster.net FRN # 263184	Internal Con	10-26-99	No	\$0.00	\$26,085.00	.90
Eakly Indep School Dist 132 App # 152625	Edumaster net FRN # 265416	Internal Con	10-26-99	No	\$0.00	\$43,682.50	.80
Eldorado Indep School Dist 25 App # 152368	Edumaster net FRN # 264211	Internal Con	11-2-99	No	\$0.00	\$70,320.00	.85
Fairland Indep School Dist 31 App # 146991	Edumaster net FRN # 240666	Internet Access	10/26/99	No	\$0.00	\$53,250.00	.77
Fairland Indep School Dist 31 App # 146991	Edumaster net FRN # 240668	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.77
Forrest Grove School District App # 152380	Edumaster.net FRN # 264259	Internal Con	10-26-99	No	\$0.00	\$65,870.00	.90
Fort Cobb-Broxtom Sch Dist 167 App # 152376	Edumaster net FRN # 264243	Internal Con	10-26-99	No	\$0.00	\$80,870.00	.85
Glencoe Indep School Dist 101 App # 146989	Edumaster.net FRN # 240651	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.76
Glencoe Indep School Dist 101 App # 146989	Edumaster.net FRN # 240653	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.76
Gracemont Indep School Dist 86 App # 146987	Edumaster.net FRN # 240637	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.80
Gracemont Indep School Dist 86 App # 146987	Edumaster.net FRN # 240640	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.80
Grandview School District 82 App # 147175	Edumaster.net FRN # 241375	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.90

Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost	Dis %
Grandview School District 82 App # 147175	Edumaster.net FRN # 241379	Telco Svc	10-26-99	No	\$0.00	\$38,419.80		.90
Granite Indep School Dist 3 App # 152472	Edumaster.net FRN # 264662	Internal Con	10-26-99	No	\$0.00	\$103,950.00		.80
Granite Indep School Dist 3 App # 147198	Edumaster.net FRN # 241445	Internet Access	10/26/99	No	\$0.00	\$30,750.00		.80
Granite Indep School Dist 3 App # 147198	Edumaster.net FRN # 241453	Telco Svc	10/26/99	No	\$0.00	\$38,419.80		.80
Greenville School District 3 App # 147387	Edumaster.net FRN # 242244	Internet Access	10-26-99	No	\$0.00	\$53,250.00		.90
Greenville School District 3 App # 147387	Edumaster.net FRN # 242247	Telco Svc	10-26-99	No	\$0.00	\$38,419.80		.90
Harrah Indep School District 7 App # 152655	Edumaster.net FRN # 265517	Internal Con	10-26-99	No	\$0.00	\$24,695.00		.80
Harrah Indep School District 7 App # 152655	Edumaster.net FRN # 265518	Internal Con	10-26-99	No	\$0.00	\$92,495.00		.74
Harrah Indep School District 7 App # 147391	Edumaster.net FRN # 242285	Internet Access	10-26-99	No	\$0.00	\$53,250.00		.71
Harrah Indep School District 7 App # 147391	Edumaster.net FRN # 242288	Telco Svc	10-26-99	No	\$0.00	\$38,419.80		.71
Healdton Indep Sch District 55 App # 152654	Edumaster.net FRN # 265508	Internal Con	10-26-99	No	\$0.00	\$119,500.00		.73
Healdton Indep Sch District 55 App # 152654	Edumaster.net FRN # 265508	Internal Con	10-26-99	No	\$0.00	\$27,475.00		.80
Healdton Indep Sch District 55 App # 147393	Edumaster.net FRN # 242341	Internet Access	10/26/99	No	\$0.00	\$58,750.00		.73

Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost Dis %
Healdton Indep Sch District 55 App # 147393	Edumaster.net FRN # 242342	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.73
Hinton Indep School Dist 161 App # 152627	Edumaster.net FRN # 265402	Internal Con	10-26-99	No	\$0.00	\$86,095.00	.78
Hobart Indep School Dist 11 App # 152630	Edumaster.net FRN # 265408	Internal Con	10-26-99	No	\$0.00	\$137,920.00	.77
Hobart Indep School Dist 11 App # 147347	Edumaster.net FRN # 242008	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.77
Hobart Indep School Dist 11 App # 147347	Edumaster.net FRN # 242010	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.77
Jennings School District 2 App # 147348	Edumaster.net FRN # 241990	Internet Access	10/26/99	No	\$0.00	\$53,250.00	.80
Jennings School District 2 App # 147346	Edumaster.net FRN # 241994	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.80
Kelchum Indep School Dist 6 App # 152475	Edumaster.net FRN # 284682	Internal Con	10-26-99	No	\$0.00	\$106,420.00	.83
Keystone School District 15 App # 152461	Edumaster.net FRN # 282553	Internal Con	10-26-99	No	\$0.00	\$77,620.00	.80
Kildare School District App # 147159	Edumaster.net FRN # 241303	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.70
Kildare School District App # 147159	Edumaster.net FRN # 241309	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.70
Liberty School District Coe 9 App # 152195	Edumaster.net FRN # 263137	Internal Con	10-26-99	No	\$0.00	\$71,645.00	.80
Liberty School District Coe 9 App # 146647	Edumaster.net FRN # 239228	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.80

Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost Dis %
Liberty School District Coe 9 App # 146647	Edumaster.net FRN # 239233	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.80
Locust Grove School Dist 17 App # 152479	Edumaster.net FRN # 264707	Internal Con	10-26-99	No	\$0.00	\$194,835.00	.77
Locust Grove School Dist 17 App # 147205	Edumaster.net FRN # 241483	Internet Access	10/26/99	No	\$0.00	\$58,550.00	.77
Locust Grove School Dist 17 App # 147205	Edumaster.net FRN # 241490	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.77
Lone Wolf Indep School Dist 2 App # 152463	Edumaster.net FRN # 264638	Internal Con	10-26-99	No	\$0.00	\$99,682.50	.80
Lowrey School District 10 App # 152314	Edumaster.net FRN # 263753	Internal Con	10-26-99	No	\$0.00	\$59,495.00	.90
Macomb Indep School District 4 App # 152315	Edumaster.net FRN # 263755	Internal Con	10-26-99	No	\$0.00	\$119,982.50	.80
Mannsville School District 7 App # 152480	Edumaster.net FRN # 264704	Internal Con	10-26-99	No	\$0.00	\$59,495.00	.80
Mannsville School District 7 App # 147202	Edumaster.net FRN # 241475	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.80
Mannsville School District 7 App # 147202	Edumaster.net FRN # 241479	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.80
Marietta Indep Sch District 16 App # 152486	Edumaster.net FRN # 264733	Internal Con	10-26-99	No	\$0.00	\$111,900.00	.71
Marietta Indep Sch District 16 App # 152486	Edumaster.net FRN # 264740	Internal Con	10-26-99	No	\$0.00	\$24,695.00	.80
Marietta School District 22 App # 152492	Edumaster.net FRN # 264741	Internal Con	10-26-99	No	\$0.00	\$80,120.00	.90

Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost Dis %
Mason Indep School District 2 App # 152065	Edumaster.net FRN # 262423	Internal Con	10-26-99	No	\$0.00	\$65,870.00	.90
Maysville Indep School Dist App # 152510	Edumaster.net FRN # 264847	Internal Con	10-26-99	No	\$0.00	\$77,870.00	.77
McCord School District 77 App # 145906	Edumaster.net FRN # 236435	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.80
McCord School District 77 App # 145906	Edumaster.net FRN # 236443	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.80
Meeker Indep School Dist IO-95 App # 146649	Edumaster.net FRN # 239239	Internet Access	10-26-99	No	\$0.00	\$58,550.00	.68
Meeker Indep School Dist IO-95 App # 146649	Edumaster.net FRN # 239245	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.68
Miami Indep School District 23 App # 152273	Edumaster.net FRN # 263647	Internal Con	10-26-99	No	\$0.00	\$251,535.00	.74
Millwood Indep School Dist 37 App # 152213	Edumaster.net FRN # 263227	Internal Con	10-26-99	No	\$0.00	\$209,020.00	.90
Millwood Indep School Dist 37 App # 146648	Edumaster.net FRN # 239247	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.90
Millwood Indep School Dist 37 App # 146648	Edumaster.net FRN # 239252	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.90
Moffett School District 68 App # 152251	Edumaster.net FRN # 263510	Internal Con	10-26-99	No	\$0.00	\$82,620.00	.90
Morrison Indep School Dist 6 App # 152363	Edumaster.net FRN # 264143	Internal Con	10-26-99	No	\$0.00	\$136,608.60	.90
Mountain View-Golebo Dist 003 App # 152222	Edumaster.net FRN # 263408	Internal Con	10-26-99	No	\$0.00	\$86,510.00	.80

Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost Dis %
Navajo Indep School District 1 App # 152385	Edumaster.net FRN # 264373	Internal Con	10-26-99	No	\$0.00	\$121,332.50	.87
Navajo Indep School District 1 App # 146988	Edumaster.net FRN # 240645	Internet Access	10-26-99	No	\$0.00	\$30,750.00	.87
Newkirk Indep School Dist 29 App # 147184	Edumaster.net FRN # 241404	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.71
Newkirk Indep School Dist 29 App # 147184	Edumaster.net FRN # 241407	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.71
Noble Indep School District App # 147189	Edumaster.net FRN # 241432	Internet Access	10-26-99	No	\$0.00	\$63,625.00	.65
Noble Indep School District App # 147189	Edumaster.net FRN # 241436	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.65
Oillon Indep School Dist 20 App # 152067	Edumaster.net FRN # 262436	Internal Con	10-26-99	No	\$0.00	\$82,691.25	.90
Oillon Indep School Dist 20 App # 145911	Edumaster.net FRN # 236461	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.87
Oillon Indep School Dist 20 App # 145911	Edumaster.net FRN # 236467	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.87
Oklahoma Union Indep School App # 151351	Edumaster.net FRN # 258492	Internal Con	10-26-99	No	\$0.00	\$67,745.00	.76
Oklahoma Union Indep School App # 151352	Edumaster.net FRN # 258495	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.76
Oklahoma Union Indep School App # 151352	Edumaster.net FRN # 258497	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.76
Olustee Indep School Dist 35 App # 152484	Edumaster.net FRN # 264715	Internal Con	10-26-99	No	\$0.00	\$68,870.00	.87

Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost Dis %
Pawhuska Indep School Dist 2 App # 152268	Edumaster.net FRN # 263603	Internal Con	10-26-99	No	\$0.00	\$106,384.00	.77
Pawhuska Public Library App # 145901	Edumaster.net FRN # 236412	Internet Access	10-26-99	No	\$0.00	\$30,290.00	.77
Picher-Cardin Ind Sch Dist 15 App # 152275	Edumaster.net FRN # 263678	Internal Con	10-26-99	No	\$0.00	\$100,837.00	.87
Pine Indep School District 50 App # 152014	Edumaster.net FRN # 262121	Internal Con	10-26-99	No	\$0.00	\$60,620.00	.77
Quapaw Indep School Dist 14 App # 152540	Edumaster.net FRN # 264992	Internal Con	10-26-99	No	\$0.00	\$89,020.00	.80
Quinton Indep School Dist 17 App # 152530	Edumaster.net FRN # 264982	Internal Con	10-26-99	No	\$0.00	\$89,270.00	.87
Ravla School District 10 App # 147416	Edumaster.net FRN # 242389	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.90
Ravla School District 10 App # 147416	Edumaster.net FRN # 242390	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.90
Ringling Indep Sch District 14 App # 152582	Edumaster.net FRN # 265188	Internal Con	10/26/99	No	\$0.00	\$102,095.00	.80
Ripley Indep School Dist 13 App # 152192	Edumaster.net FRN # 264727	Internal Con	10-26-99	No	\$0.00	\$74,170.00	.80
Riverside School District 29 App # 152815	Edumaster.net FRN # 266936	Internal Con	10-26-99	No	\$0.00	\$58,370.00	.80
Schuller Indep School Dist 6 App # 152816	Edumaster.net FRN # 266953	Internal Con	10-26-99	No	\$0.00	\$72,495.00	.80
Skialook Indep School Dist 7 App # 152622	Edumaster.net FRN # 265387	Internal Con	10-26-99	No	\$0.00	\$100,425.00	.60

Y2 Funding Summary

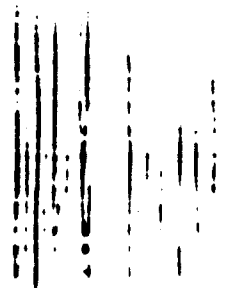
Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscoun cost Dis %
Skialook Indep School Dst 7 App # 152822	Edumaster.net FRN # 265393	Internal Con	10-26-99	No	\$0.00	\$38,875.00	.80
South Coffeyville District 51 App # 152624	Edumaster.net FRN # 265421	Internal Con	10-26-99	No	\$0.00	\$78,045.00	.80
South Coffeyville District 51 App # 147349	Edumaster.net FRN # 242088	Internet Access	10-26-99	No	\$0.00	\$64,900.00	.80
South Coffeyville District 51 App # 147349	Edumaster.net FRN # 242083	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.80
Standing T.A.L.L. App # 152923	Edumaster.net FRN # 293881	Internal Con	10-26-99	No	\$0.00	\$22,080.00	.78
Taloga Indep School Dist 10 App # 146646	Edumaster.net FRN # 239232	Internet Access	10/26/99	No	\$0.00	\$53,250.00	.70
Taloga Indep School Dist 10 App # 146646	Edumaster.net FRN # 239238	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.70
Tuttle Indep School Dist 97 App # 152807	Edumaster.net FRN # 266890	Internal Con	10/26/99	No	\$0.00	\$188,075.00	.57
Twin Hills School District II App # 152814	Edumaster.net FRN # 266937	Internal Con	11-2-99	No	\$0.00	\$84,770.00	.80
Union City Indep Sch Dist 57 App # 152808	Edumaster.net FRN # 266884	Internal Con	10/26/99	No	\$0.00	\$74,435.00	.58
Wainwright School District 9 App # 146882	Edumaster.net FRN # 239999	Internet Access	10/26/99	No	\$0.00	\$53,250.00	.80
Wainwright School District 9 App # 146882	Edumaster.net FRN # 240003	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.80
Wanette Indep Sch District 115 App # 152318	Edumaster.net FRN # 263757	Internal Con	10-26-99	No	\$0.00	\$89,282.50	.90

Y2 Funding Summary

Run date 11/18/99

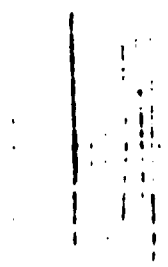
School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost Dis %
Webbers Falls School Dist 16 App # 152580	Edumaster.net FRN # 265187	Internal Con	10/26/99	No	\$0.00	\$83,657.50	.85
Wellston Indep School Dist 4 App # 152320	Edumaster.net FRN # 263789	Internal Con	10/26/99	No	\$0.00	\$75,245.00	.70
Wellston Indep School Dist 4 App # 146888	Edumaster.net FRN # 240033	Internet Access	10/26/99	No	\$0.00	\$54,900.00	.70
Wellston Indep School Dist 4 App # 146888	Edumaster.net FRN # 240037	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.70
Wetumka Indep School Dist 5 App # 152318	Edumaster.net FRN # 263781	Internal Con	10/26/99	No	\$0.00	\$72,725.00	.80
White Oak Indep School Dist 1 App # 152360	Edumaster.net FRN # 264128	Internal Con	10-26-99	No	\$0.00	\$69,745.00	.90
White Oak Indep School Dist 1 App # 146896	Edumaster.net FRN # 240073	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.90
White Oak Indep School Dist 1 App # 146896	Edumaster.net FRN # 240075	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.90
Wilson Indep School District 7 App # 147412	Edumaster.net FRN # 242379	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.78
Wilson Indep School District 7 App # 147412	Edumaster.net FRN # 242380	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.78
Wynona Indep School Dist 30 App # 147318	Edumaster.net FRN # 241845	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.87
Wynona Indep School Dist 30 App # 147318	Edumaster.net FRN # 241847	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.87
Zaneis School District 72 App # 152813	Edumaster.net FRN # 266930	Internal Con	10-26-99	No	\$0.00	\$46,395.00	.80



App # 152818

Sklatook Indep School Dst 7

App # 152822



FRN # 266953

Edumaster net

FRN # 265387

Internal Con

10-26-99

No

\$0.00 \$100,425.00

60

Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost Dis %
Skiatook Indep School Dst 7 App # 152822	Edumaster.net FRN # 265393	Internal Con	10-26-99	No	\$0.00	\$38,875.00	.80
South Coffeyville District 51 App # 152624	Edumaster.net FRN # 265421	Internal Con	10-26-99	No	\$0.00	\$78,045.00	.80
South Coffeyville District 51 App # 147349	Edumaster.net FRN # 242088	Internet Access	10-26-99	No	\$0.00	\$64,900.00	.80
South Coffeyville District 51 App # 147349	Edumaster.net FRN # 242083	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.80
Standing T.A.L.L. App # 152923	Edumaster.net FRN # 293881	Internal Con	10-26-99	No	\$0.00	\$22,080.00	.78
Taloga Indep School Dist 10 App # 146646	Edumaster.net FRN # 239232	Internet Access	10/26/99	No	\$0.00	\$53,250.00	.70
Taloga Indep School Dist 10 App # 146646	Edumaster.net FRN # 239236	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.70
Tuttle Indep School Dist 97 App # 132717	Edumaster.net FRN # 288900	Internal Con	10/26/99	No	\$0.00	\$168,075.00	.57

Y2 Funding Summary

Run date 11/18/99

School Name	Service Provider	Svc Ordered	FCL Date	Fully funded Yes/No	Funded Amt	Pre Disc Cost	Modified Prediscount cost Dis %
Webbers Falls School Dist 16 App # 152580	Edumaster.net FRN # 265187	Internal Con	10/26/99	No	\$0.00	\$83,657.50	.85
Wellston Indep School Dist 4 App # 152320	Edumaster.net FRN # 263789	Internal Con	10/26/99	No	\$0.00	\$75,245.00	.70
Wellston Indep School Dist 4 App # 148888	Edumaster.net FRN # 240033	Internet Access	10/26/99	No	\$0.00	\$54,900.00	.70
Wellston Indep School Dist 4 App # 146888	Edumaster.net FRN # 240037	Telco Svc	10/26/99	No	\$0.00	\$38,419.80	.70
Wetumka Indep School Dist 5 App # 152318	Edumaster.net FRN # 263781	Internal Con	10/26/99	No	\$0.00	\$72,725.00	.80
White Oak Indep School Dist 1 App # 152360	Edumaster.net FRN # 264128	Internal Con	10-26-99	No	\$0.00	\$69,745.00	.90
White Oak Indep School Dist 1 App # 146898	Edumaster.net FRN # 240073	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.90
White Oak Indep School Dist 1 App # 146896	Edumaster.net FRN # 240075	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.90
Wilson Indep School District 7 App # 147412	Edumaster.net FRN # 242379	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.78
Wilson Indep School District 7 App # 147412	Edumaster.net FRN # 242380	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.78
Wynona Indep School Dist 30 App # 147318	Edumaster.net FRN # 241845	Internet Access	10-26-99	No	\$0.00	\$53,250.00	.87
Wynona Indep School Dist 30 App # 147318	Edumaster.net FRN # 241847	Telco Svc	10-26-99	No	\$0.00	\$38,419.80	.87
Zaneis School District 72 App # 152813	Edumaster.net FRN # 266930	Internal Con	10-26-99	No	\$0.00	\$46,395.00	.80



Box 125 - Correspondence Unit
100 South Jefferson Road
Whippany, NJ 07981

1999-00

AGRA INDEP SCHOOL DISTRICT 134-
Chris Wedder
112 S MAIN
AGRA, OK 74824-0279

DATE: 01/25/1999

**Important Notice from
The Schools and Libraries Corporation
about your Form 470 Application**

We are pleased to inform you that the Schools and Libraries Corporation (SLC) has received your properly completed FCC Form 470, Description of Services Requested. This letter provides important information about the processing of your Form 470 application. Please read this letter carefully and retain it for your records and future reference.

The SLC has assigned the following Universal Service Control Number (USCN) to your FCC Form 470: 315740000118149. Please record this number in a safe place. The USCN is used to track your Form 470, and it must be provided when completing a FCC Form 471, Services Ordered and Certification Form, that is based upon your Form 470 application. Any Form 471 applicant that intends to rely upon your Form 470 application must know the USCN for this application, and must be expressly listed in the Form 470 application in Item (19) of that Form. You may wish to share the USCN for your Form 470 application with those schools and/or libraries that are listed in Item (19) of your application to assist in their preparation of Form 471 applications.

The next step in the application process is the completion of a FCC Form 471 application, Services Ordered and Certification Form. FCC rules require that requests for new services be posted on the SLC Web Site for a period of 28 days before you enter into and sign any contracts with service providers. Your application was posted by the SLC on 12/14/1998. Accordingly, a contract or contracts may be signed for requested services on or after 01/11/1999. The SLC will be prepared on that date to receive your Form(s) 471. A properly completed Form 471, with a signed Form 471 certification, must be received by the SLC no later than 03/11/1999 in order to meet the SLC 100-day window. If the earliest allowable submission date is after the window date, your application will not be considered together with those received within the window.

A properly completed certification for your Form 470 has not been received. Please keep in mind that, while you may have mailed your signed, hard-copy certification, the SLC may not have received and processed it or your certification may not have been properly completed, in which case the SLC has not accepted it. Please view your Form 470 on the SLC Web Site www.slcfund.org to determine whether your certification has been processed or call the SLC Client Service Bureau at 888-203-8100 and have your USCN ready for the service representative. SLC acceptance of your certification must occur before the closing of the application window in order for you to be eligible for consideration within the window.

It is important to remember that not all requested services may necessarily be approved for discounts. Your application is subject to review by the SLC for a determination of funding eligibility before funds are committed. (This review will consider all program rules including eligibility of discount recipients and the eligibility of services for which discounts are requested.) In addition, availability of funds will be a factor in funding decisions. Therefore, you should consider the possibility of a denial of funding or a level of funding below your request, and include appropriate contingencies in contracts for any or all of the requested services.

If you have any questions, please call the SLC Client Service Bureau at 888-203-8100.

EXHIBIT

A-2

FUNDING COMMITMENT REPORT FOR APPLICATION NUMBER: 0000148172

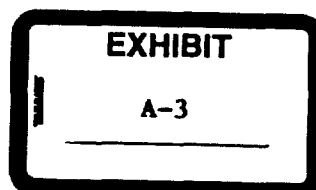
Funding Request Number: 0000245690 Funding Status: Funded
SPIN: 143006149 Service Provider Name: Edumaster.net, LLC dba Mastermind Learning Cent
Provider Contract Number: 200470
Services Ordered: Internet Access
Earliest Possible Effective Date of Discount: 07/01/1999
Contract Expiration Date: 06/30/2000
Pre-discount Cost: \$65,250.00
Discount Percentage Approved by the SLD: 80%
Funding Commitment Decision: \$52,200.00 - 471 approved; modified by SLD

Funding Request Number: 0000245693 Funding Status: Unfunded or Denied
SPIN: 143006149 Service Provider Name: Edumaster.net, LLC dba Mastermind Learning Cent
Provider Contract Number: 200469
Services Ordered: Telecommunications Services
Earliest Possible Effective Date of Discount: 07/01/1999
Contract Expiration Date: 06/30/2000
Pre-discount Cost: \$76,839.60
Discount Percentage Approved by the SLD: N/A
Funding Commitment Decision: \$0.00 - Invalid telecomm. provider
Funding Commitment Decision Explanation: This FRN is a request for Telecommunications Service from a provider which is not a telecommunications common carrier service provider.

Funding Request Number: 0000245696 Funding Status: Funded
SPIN: 143001192 Service Provider Name: AT&T Corp.
Provider Contract Number: T
Services Ordered: Telecommunications Services
Earliest Possible Effective Date of Discount: 07/01/1999
Contract Expiration Date: N/A
Pre-discount Cost: \$1,139.40
Discount Percentage Approved by the SLD: 80%
Funding Commitment Decision: \$911.52 - 471 approved; modified by SLD

Funding Request Number: 0000245699 Funding Status: Funded
SPIN: 143004662 Service Provider Name: Southwestern Bell Telephone Company
Provider Contract Number: T
Services Ordered: Telecommunications Services
Earliest Possible Effective Date of Discount: 07/01/1999
Contract Expiration Date: N/A
Pre-discount Cost: \$7,454.14
Discount Percentage Approved by the SLD: 80%
Funding Commitment Decision: \$5,963.31 - 471 approved; modified by SLD

Funding Request Number: 0000245700 Funding Status: Funded
SPIN: 143004662 Service Provider Name: Southwestern Bell Telephone Company
Provider Contract Number: T
Services Ordered: Telecommunications Services
Earliest Possible Effective Date of Discount: 07/01/1999
Contract Expiration Date: N/A
Pre-discount Cost: \$6,160.00
Discount Percentage Approved by the SLD: 80%
Funding Commitment Decision: \$4,928.00 - 471 approved; modified by SLD



FUNDING COMMITMENT REPORT FOR APPLICATION NUMBER: 0000148172

Funding Request Number: 0000291588 Funding Status: Funded
SPIN: 143000465 Service Provider Name: Southwestern Bell Wireless Inc.
Provider Contract Number: C
Services Ordered: Telecommunications Services
Earliest Possible Effective Date of Discount: 07/01/1999
Contract Expiration Date: 06/30/2000
Pre-discount Cost: \$1,919.88
Discount Percentage Approved by the SLD: 80%
Funding Commitment Decision: \$1,535.90 - 471 approved; modified by SLD

BOB ANTHONY
Commissioner

DENISE A. BODE
Commissioner

ED APPLE
Commissioner

**OKLAHOMA
CORPORATION COMMISSION**

P.O. BOX 52000-2000
OKLAHOMA CITY, OKLAHOMA 73152-2000

400 Jim Thorpe Building
Telephone: (405) 521-2255
FAX: (405) 521-4150

Office of General Counsel



William R. Burkett, General Counsel

DATE: August 31, 1999
TIME: 9:30 a.m.
ADDRESSEE: Marc Edwards
COMPANY:
FAX NUMBER: 235-4562
FROM: Elizabeth Ryan
NUMBER OF PAGES NOT INCLUDING COVER SHEET: 2
MESSAGE:

The information contained in this facsimile transmission, including the cover message and all accompanying pages, is privileged and confidential. If you are not the intended recipient of this facsimile transmission, or the employee or agent responsible for delivering it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this facsimile transmission is strictly prohibited and unauthorized. If you have received this transmission in error, please immediately notify us by telephone, and we will make arrangements for the destruction or return to us of this transmission. Thank you.

EXHIBIT

A-4

BOB ANTHONY
Commissioner

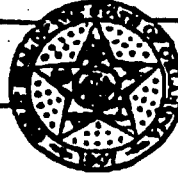
DENISE A. BODE
Commissioner

ED APPLE
Commissioner

OKLAHOMA
CORPORATION COMMISSION
P.O. BOX 52000-2000
OKLAHOMA CITY, OKLAHOMA 73152-2000

400 Jim Thorpe Building
Telephone: (405) 521-2255
FAX: (405) 521-4150

Office of General Counsel



William R. Burkett, General Counsel

Mr. Marc Edwards
Phillips McFall McCaffrey McVay & Murrah, P.C.
Attorneys at Law
Twelfth Floor
One Leadership Square
211 North Robinson
Oklahoma City, Oklahoma 73102

Re: MasterMind Learning Center

Dear Mr. Edwards:

You have inquired as to whether providing a distance learning service over the internet is regulated by the Oklahoma Corporation Commission. Based on our conversations, it is my understanding that MasterMind Learning Center is a common carrier which provides services only over the internet, and that MasterMind is not presently offering any of the telecommunication services provided by either local exchange or interexchange carriers. Further, it is my understanding that MasterMind is not presently providing access to the internet and will not seek reimbursement from the Oklahoma Universal Service Fund for 56K lines.

It is our opinion that the provision of distance learning services over the internet on a common carrier basis to the general public is a service that is not regulated by the Oklahoma Corporation Commission. However, prior to offering any telecommunication service provided by local exchange or interexchange carriers, such as access, MasterMind must obtain a Certificate of Convenience and Necessity from the Oklahoma Corporation Commission.

I hope this information is helpful to you. If you have any additional questions, or we can be of any further help, please let me know.

Very truly yours,

Elizabeth Ryan
Elizabeth Ryan,
Assistant General Counsel